

**ENTERED**

April 19, 2023

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

|  |   |                         |
|--|---|-------------------------|
| In re:                                 | § |                         |
|  | § | Chapter 11              |
|  | § |                         |
| CORE SCIENTIFIC, INC., <i>et al.</i> , | § | Case No. 22-90341 (DRJ) |
|  | § |                         |
| Debtors <sup>1</sup>                   | § | (Jointly Administered)  |
|  | § |                         |

**JOINT STIPULATION AND AGREED  
ORDER ALLOWING BARINGS BDC, INC.,  
BARINGS CAPITAL INVESTMENT CORPORATION,  
AND BARINGS PRIVATE CREDIT CORP. TO EACH FILE  
ONE PROOF OF CLAIM AGAINST ALL APPLICABLE DEBTORS**

(Docket No. 763)

This joint stipulation and agreed order (the “*Stipulation and Agreed Order*”) is entered into as of April 6, 2023, by and among the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) and Barings BDC, Inc., Barings Capital Investment Corporation, and Barings Private Credit Corp. (collectively, “*Barings*” and together with the Debtors, the “*Parties*”) as prepetition secured lenders under that certain Master Security Agreement, dated as of March 24, 2022 (as amended, restated, supplemented or otherwise modified from time to time, the “*MSA*” and all collateral schedules thereto, each a “*Schedule*” and collectively, the “*Schedules*”).<sup>2</sup>

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisitions, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisition I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

<sup>2</sup> Barings BDC, Inc., Barings Capital Investment Corporation and Barings Private Credit Corp. are each a prepetition secured lender solely with respect to each Schedule executed by it.

**RECITALS**

**WHEREAS**, on December 21, 2023, (the “*Petition Date*”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the U.S. Code, 11 U.S.C. §§ 101-1532 (as amended, the “*Bankruptcy Code*”) in the United States Bankruptcy Court for the Southern District of New York (the “*Court*”); and

**WHEREAS**, certain Debtors and Barings are party to the MSA by and among Core Scientific, Inc. and Barings, and Barings believes that it has claims against the Debtors under the MSA and the Schedules (such claims, the “*Barings MSA Claims*”); and

**WHEREAS**, on March 9, 2023, the Court entered the *Order (I) Establishing Deadlines to File Proofs of Claim and (II) Approving Form and Manner of Notice Thereof* [ECF No. 652] (the “*Bar Date Order*”) requiring each person or entity that holds or asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against more than one Debtor to file a separate proof of claim with respect to each such Debtor; and

**WHEREAS**, the Parties desire to enter into this Stipulation as an administrative accommodation to Barings to allow Barings BDC, Inc., Barings Capital Investment Corporation, and Barings Private Credit Corp. to each file a single proof of claim that shall be a valid proof of claim against each Debtor.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND UPON APPROVAL BY THE COURT OF THIS STIPULATION AND AGREED ORDER, IT IS SO ORDERED** as follows:

**AGREEMENT**

1. Each proof of claim (a “***Proof of Claim***”) filed by each of Barings BDC, Inc., Barings Capital Investment Corporation, and Barings Private Credit Corp. on account of their respective Barings MSA Claims under the lead case for these chapter 11 cases, *In re Core Scientific, Inc.*, Case No. 22-90341 (DRJ) (the “***Lead Case***”), shall, at the time of its filing, be deemed to constitute the filing of such Proof of Claim against each Debtor in these chapter 11 cases.

2. Any amendments that Barings may make with respect to any timely-filed Proof of Claim in the Lead Case shall be deemed to constitute the filing of an amended proof of claim in all of the cases of the Debtors; provided, that such amendments shall be subject to all applicable provisions of the Bar Date Order and applicable bankruptcy and non-bankruptcy law.

3. Except as specifically provided in paragraphs 1 and 2 herein, Barings remains subject to all applicable provisions of the Bar Date Order and applicable bankruptcy and non-bankruptcy law.

4. This Stipulation contains the entire agreement by and between the Parties with respect to the subject matter hereof and supersedes any and all prior agreements and undertakings, whether written or oral, among the Parties relating hereto.

5. The Parties have each cooperated in drafting this Stipulation. Therefore, in any action or proceeding concerning this Stipulation, the provisions hereof shall be construed as if jointly drafted by the Parties.

6. Nothing in this Stipulation or any actions taken pursuant hereto is intended or shall be construed as: (i) an admission as to the allowed amount of, basis for, or validity of any claim against any of the Debtors under the Bankruptcy Code or applicable non-bankruptcy law; (ii) a

waiver of the right of any of the Debtors or any other party in interest to dispute any claim; (iii) a promise or requirement to pay any claim in accordance with the terms of any plan of reorganization; (iv) a waiver or limitation, except as otherwise stated herein, of the rights and defenses of the Debtors and all other parties in interest under the Bankruptcy Code and any other applicable law or (v) a modification or waiver of any requirements under the *Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Non-Priming Superpriority Replacement Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Modifying the Automatic Stay and (IV) Granting Related Relief* [ECF No. 608] (the “**Final DIP Order**”).

7. This Stipulation may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same Stipulation. The delivery by facsimile transmission or other electronic transmission of any signature on this Stipulation shall be a valid signature as of the transmission thereof.

8. Each person who executes this Stipulation represents that he or she is counsel for his or her respective client and is executing this Stipulation on behalf of and with the authority of his or her respective client.

9. Neither this Stipulation nor any of its terms may be modified, altered, amended or waived, except in writing signed by the Parties hereto.

10. The Parties are authorized to take any and all actions reasonably necessary and appropriate to effectuate the relief granted pursuant to this Stipulation and the order approving the Stipulation.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and Order.

Signed: April 19, 2023.



DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**AGREED TO THIS 6th DAY OF APRIL, 2023**

/s/ Alfredo R. Pérez

**WEIL, GOTSHAL & MANGES LLP**

Alfredo R. Pérez  
700 Louisiana St, Suite 1700  
Houston, Texas 77002  
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- and -

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*Counsel for the Debtors and Debtors in Possession*

/s/ C. Thomas Kruse

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robert.franciscovich@arnoldporter.com  
madelyn.nicolini@arnoldporter.com

*Counsel to Barings BDC, Inc., Barings Capital  
Investment Corporation and Barings Private  
Credit Corp.*

**CERTIFICATE OF SERVICE**

I certify that on April 6, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ C. Thomas Kruse

C. Thomas Kruse

United States Bankruptcy Court  
Southern District of Texas

In re:  
Core Scientific, Inc.  
Official Committee of Unsecured Creditor  
Debtors

Case No. 22-90341-drj  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0541-4  
Date Rcvd: Apr 19, 2023

User: ADIuser  
Form ID: pdf002

Page 1 of 3  
Total Noticed: 40

The following symbols are used throughout this certificate:

| Symbol | Definition   |
|--------|--|
| +      | Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP. |
| ^      | Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.   |

**Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 21, 2023:**

| Recip ID | Recipient Name and Address   |
|----------|--|
| db       | + American Property Acquisition, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251  |
| db       | + American Property Acquisitions I, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| db       | + American Property Acquisitions VII, LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| db       | + Core Scientific Acquired Mining LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| db       | + Core Scientific Mining LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251  |
| db       | + Core Scientific Operating Company, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| db       | + Core Scientific Specialty Mining (Oklahoma) LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| db       | + Core Scientific, Inc., 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| db       | + RADAR LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| db       | + Radar Relay, Inc., 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| db       | + Starboard Capital LLC, 210 Barton Springs Road, Suite 300, Austin, TX 78704-1251   |
| intp     | + Board of Directors of Core Scientific, Inc., c/o Peter C. Lewis, Scheef & Stone, L.L.P., 500 North Akard Street, Suite 2700, Dallas, TX 75201-3306 |
| intp     | + Condair Inc., c/o John S. Collins, Vorys, Sater, Seymour and Pease LLP, 909 Fannin, Suite 2700, Houston, TX 77010-1009                             |
| cr       | + Dalton Utilities, Howley Law PLLC, 711 Louisiana Street, Ste. 1850, Houston, TX 77002-2790   |
| cr       | + GEM Mining 1, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024  |
| cr       | + GEM Mining 2, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024  |
| cr       | + GEM Mining 2B, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024   |
| cr       | + GEM Mining 3, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024  |
| cr       | + GEM Mining 4, LLC, c/o Evan N. Parrott, 11 North Water Street, Suite 24290, Mobile, AL 36602-5024  |
| cr       | + Indigo Direct Lending, LLC, c/o Ross, Smith & Binford, PC, Attn: Frances A. Smith, 700 N. Pearl Street, Suite 1610 Dallas, TX 75201-7459           |
| cr       | + J.W. Didado Electric, LLC, c/o Leonard I. Pataki, Quanta Services, 4500 S. Garnett Road, Suite 100, Tulsa, OK 74146-5221                           |
| cr       | + LV.NET, LLC, 1221 S. Casino Center Blvd., Las Vegas, NV 89104, UNITED STATES 89104-1015  |
| cr       | + Maddox Industrial Transformer, LLC, c/o Mary M. Caskey, Esq., Haynsworth Sinkler Boyd, PA, PO Box 11889, Columbia, SC 29211-1889                   |
| intp     | + McCarthy Building Companies, Inc., c/o Watt, Tieder, Hoffar & Fitzgerald, L, 1765 Greensboro Station Place, Suite 1000, McLean, VA 22102-3468      |
| cr       | + NextEra Energy Resources, LAW/JB, 700 Universe Blvd., Juno Beach, FL 33408, UNITED STATES 33408-2657   |
| cr       | + North Mill Equipment Finance LLC, c/o Padfield & Stout, LLP, Christopher V. Arisco, 420 Throckmorton Street, Suite 1210, Fort Worth, TX 76102-3792 |
| cr       | + Pescadero Capital, LLC, Building LAW/JB, 700 Universe Blvd, Juno Beach, FL 33408, UNITED STATES 33408-2657   |
| cr       | + Quinn Emanuel Urquhart & Sullivan, LLP, c/o Asher Griffin, 300 W 6th Street, Suite 2010, Austin, TX 78701 UNITED STATES 78701-3901                 |
| cr       | + Tanmar Rentals, LLC, c/o Wells & Cuellar, P.C., 440 Louisiana Suite 718, Houston, TX 77002, UNITED STATES 77002-1058                               |
| cr       | + Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Jason Binford, 2003 N. Lamar Blvd., Suite 100 Austin, TX 78705-4932                      |
| cr       | + Travis County, c/o Jason A. Starks, P.O. Box 1748, Austin, TX 78767-1748   |
| intp     | + U.S. Bank National Association, as Prepetition Not, c/o Shipman & Goodwin LLP, One Constitution Plaza, Hartford, CT 06103-1803                     |
| cr       | + c/o James Bailey Esq Gaylor Electric, Inc., d/b/a, Bradley Arant Boult Cummings LLP, One Federal Place, 1819 5th Ave. N, Birmingham, AL 35203-2119 |

TOTAL: 33

**Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.**

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

| Recip ID | Notice Type: Email Address                    | Date/Time | Recipient Name and Address |
|----------|---|-----------|----------------------------|
| cr       | + Email/Text: ahochheiser@mauricewutscher.com |           |                            |



District/off: 0541-4

User: ADIuser

Page 2 of 3

Date Rcvd: Apr 19, 2023

Form ID: pdf002

Total Noticed: 40

|    |  |                      |  |
|----|--|----------------------|--|
|    |  | Apr 19 2023 19:59:00 | AmTrust North America, Inc. on behalf of Associate, c/o Maurice Wutscher LLP, 23611 Chagrin Blvd. Suite 207, Beachwood, OH 44122-5540  |
| cr | + Email/Text: beanland@mssattorneys.com    | Apr 19 2023 19:59:00 | BEAM Concrete Construction, Inc., c/o Misti L. Beanland, 8131 LBJ Freeway, Suite 700, Dallas, TX 75251-1352                            |
| cr | + Email/Text: dallas.bankruptcy@LGBS.com   | Apr 19 2023 19:59:00 | Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328 |
| cr | + Email/Text: rmcowell@slgcollect.com      | Apr 19 2023 19:59:00 | Meridian Equipment Finance, LLC, c/o Saldutti Law Group, 1040 Kings Highway N., Suite 100, Cherry Hill, NJ 08034-1925                  |
| cr | + Email/Text: schristianson@buchalter.com  | Apr 19 2023 19:58:00 | Oracle America, Inc., Buchalter PC, c/o Shawn M. Christianson, 425 Market St., Suite 2900, San Francisco, Ca 94105-2491                |
| cr | + Email/Text: neil.orleans@judithwross.com | Apr 19 2023 19:58:00 | Tenaska Power Services Co., c/o Ross & Smith, P.C., Attn: Judith W. Ross, 700 N. Pearl Street, Suite 1610, Dallas, TX 75201-7459       |
| cr | ^ MEBN                                     | Apr 19 2023 19:57:30 | Texas Comptroller of Public Accounts, Revenue Acco, Christopher S. Murphy, P.O. Box 12548, Austin, TX 78711-2548                       |
| cr | + Email/Text: BKECF@traviscountytx.gov     | Apr 19 2023 19:59:00 | Travis County, c/o Jason A. Starks, P.O. Box 1748, Austin, TX 78767-1748   |

TOTAL: 8

## BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

| Recip ID | Bypass Reason | Name and Address  |
|----------|---------------|---|
| cr       |               | 36th Street Capital Partners, LLC   |
| cr       |               | ABLe Communications, Inc.   |
| cr       |               | Ad Hoc Group of Secured Convertible Noteholders                                       |
| cr       |               | Anchorage Lending CA, LLC   |
| intp     |               | B. Riley Commercial Capital, LLC  |
| cr       |               | Barings BDC, Inc.   |
| cr       |               | Barings Capital Investment Corporation  |
| cr       |               | Barings Private Credit Corp.  |
| cr       |               | BlockFi Lending LLC   |
| cr       |               | BlockFi, Inc. and its affiliated entities   |
| cr       |               | Bremer Bank   |
| cr       |               | Brown Corporation Brown Corporation, 311 Pointe North Place #4, Dalton, UNITED STATES |
| cr       |               | CEC Energy Services LLC   |
| cr       |               | Celsius Mining, LLC   |
| cr       |               | Charles Basil   |
| cr       |               | City of Denton  |
| cr       |               | Coonrod Electric Co. LLC  |
| intp     |               | Foundry Digital LLC   |
| cr       |               | General Casualty Company of Wisconsin   |
| intp     |               | Harper Construction Company, Inc.   |
| cr       |               | Huband-Mantor Construction, Inc.  |
| cr       |               | Humphrey & Associates, Inc.   |
| cr       |               | MK Marlow Company, LLC  |
| cr       |               | MP2 Energy Texas LLC d/b/a Shell Energy Solutions                                     |
| cr       |               | Marnoy Interests, Ltd. d/b/a Office Pavilion  |
| cr       |               | MassMutual Asset Finance, LLC   |
| cr       |               | Mitch Edwards   |
| cr       |               | NYDIG ABL LLC   |
| intp     |               | Official Committee of Equity Security Holders   |

District/off: 0541-4

User: ADIuser

Page 3 of 3

Date Rcvd: Apr 19, 2023

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|      |  |
|------|--|
| ccrm | Official Committee of Unsecured Creditors  |
| cr   | Prime Alliance Bank, Inc.  |
| cr   | Priority Power Management, LLC   |
| intp | SRPF A QR Riversouth LLC   |
| cr   | Sphere 3D Corp.  |
| cr   | Summit Electric Supply Company, Inc.   |
| cr   | TOYOTA INDUSTRIES COMMERCIAL FINANCE INC.  |
| cr   | Texas Capitalization Resource Group, Inc., 5201 Camp Bowie Blvd. Suite 200, Fort Worth |
| intp | The Ad Hoc Equity Group  |
| intp | Trinity Capital Inc.   |
| cr   | Wingspire Equipment Finance, LLC   |

TOTAL: 40 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

## NOTICE CERTIFICATION

**I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Apr 21, 2023

Signature: /s/Gustava Winters